



CORPORATION SERVICE COMPANY

RECORDATION NO. 26522 FILED

AUG 30 '06

2-24 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD  
801 Adlai Stevenson Drive  
Springfield IL 62703

1-800-927-9801 Ext 3813  
217-492-2727 FAX

To: SURFACE TRANSPORTATION BOARD \*\*ATTENTION BARB SADLER\*\*

From: April Oshea Ext 3813

Date: August 29, 2006

Order#: 339418/005

Re: CEFX96263-CEFX96448 LEHIGH NORTHWEST CEMENT LIMITE

Please process the enclosed documents for the service indicated below.

PRIMARY STB FILING

RECEIPT SHOULD BE IN OUR OFFICE: 09/15/2006  
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed.

Mailing Instructions:

XX Return the filing acknowledgement to my attention.  
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions/Notes:

Lessee:  
Lehigh Northwest Cement Limited  
7777 Road road  
Delta, BC V4G1B8

Lessor:  
CIT Financial (Alberta) ULC  
700-4th Avenue SW, Suite 1070  
Calgary, AB T2P3J4



CORPORATION SERVICE COMPANY

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

Enclosures:

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 2<sup>nd</sup> day of May, 2006, is made by CIT FINANCIAL (ALBERTA) ULC, an Alberta company, with an address at 700 - 4<sup>th</sup> Avenue SW, Suite 1070, Calgary, AB T2P 3J4, CANADA (the "Lessor"), and LEHIGH NORTHWEST CEMENT LIMITED, a Canadian corporation, with an address at 7777 Ross Road, Delta, BC V4G 1B8 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of May 2, 2006 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

CIT FINANCIAL (ALBERTA) ULC

By: Catherine English  
Name: Catherine English  
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

LEHIGH NORTHWEST CEMENT LIMITED

By: James G. Brown  
Name: James G. Brown  
Title: President & COO

Director Purchasing  
May 1, 2006

# Schedule A

Number of Cars		Equipment Description
30		3,230 C.F., P.D. covered hopper car
1	CEFX	96263
2	CEFX	96264
3	CEFX	96265
4	CEFX	96266
5	CEFX	96267
6	CEFX	96268
7	CEFX	96269
8	CEFX	96270
9	CEFX	96271
10	CEFX	96272
11	CEFX	96273
12	CEFX	96274
13	CEFX	96275
14	CEFX	96276
15	CEFX	96277
16	CEFX	96280
17	CEFX	96281
18	CEFX	96283
19	CEFX	96286
20	CEFX	96433
21	CEFX	96434
22	CEFX	96435
23	CEFX	96436
24	CEFX	96437
25	CEFX	96438
26	CEFX	96444
27	CEFX	96445
28	CEFX	96446
29	CEFX	96447
30	CEFX	96448